

FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive
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JEREMY M. BERMAN
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jberman@fletcher-sippel.com

April 6, 2010



VIA FEDERAL EXPRESS

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Room 1034
Washington, DC 20024

ENTERED
Office of Proceedings

APR 7 2010

Part of
Public Record

Re: **Finance Docket No. 35361**
Elgin, Joliet and Eastern Railway Company -- Trackage Rights
Exemption -- Illinois Central Railroad Company

Dear Ms. Brown:

Enclosed for filing in the above-captioned proceeding are an original and ten copies of a **Verified Notice of Exemption Pursuant to 49 C.F.R. § 1180.2(d)(7)**, dated April 6, 2010. A check in the amount of \$1,200.00, representing the appropriate fee for this filing, is attached.

One extra copy of this transmittal letter and of the Notice also are enclosed. I would request that you date-stamp those copies to show receipt of this filing and return them to me in the provided envelope.

If you have any questions regarding this filing, please feel free to contact me. Thank you for your assistance on this matter.

Respectfully submitted,

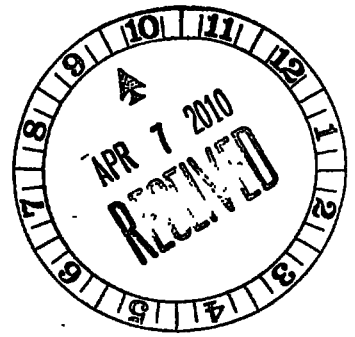


Jeremy M. Berman

Enclosures

226766

BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 35361

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY
-- TRACKAGE RIGHTS EXEMPTION --
ILLINOIS CENTRAL RAILROAD COMPANY

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**SURFACE
TRANSPORTATION BOARD**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(7)**

FEE RECEIVED

APR 7 - 2010

**SURFACE
TRANSPORTATION BOARD**

Thomas J. Healey
Counsel - Regulatory
CN
17641 South Ashland Avenue
Homewood, Illinois 60430
(708) 332-4381

Jeremy M. Berman
Fletcher & Sippel LLC
29 N. Wacker Dr., Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEYS FOR ELGIN, JOLIET AND
EASTERN RAILWAY COMPANY**

Dated: April 6, 2010

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 35361

ELGIN, JOLIET AND EASTERN RAILWAY COMPANY
-- TRACKAGE RIGHTS EXEMPTION --
ILLINOIS CENTRAL RAILROAD COMPANY

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. § 1180.2(d)(7)**

Elgin, Joliet and Eastern Railway Company ("EJ&E"), a common carrier by rail, hereby files this verified notice of exemption under 49 C.F.R. § 1180.2(d)(7) for the amendment of EJ&E's existing overhead trackage rights over lines of Illinois Central Railroad Company ("IC") between Highlawn, Illinois and University Park, Illinois and between Joliet, Illinois and Lemoyne, Illinois. This amendment would allow EJ&E to interchange traffic with IC at IC's Markham Yard, an intermediate point between Highlawn and University Park, and at IC's Glenn Yard and at or near Milepost 35.6 (Statesville), intermediate points between Joliet and Lemoyne.

In accordance with the requirements of 49 C.F.R. § 1180.4(g), EJ&E submits the following information:

Description of the Proposed Transaction: 49 C.F.R. § 1180.6(a)(1)(i)

EJ&E and IC are indirect subsidiaries of Canadian National Railway Company ("CNR"). See Canadian National Railway Company and Grand Trunk Corporation -- Control -- EJ&E West Company, Finance Docket No. 35087 (STB served December 24, 2008).¹ EJ&E was

¹ CNR's U.S. rail subsidiaries, including EJ&E and CCP, are held by Grand Trunk Corporation ("GTC"), a wholly-owned direct subsidiary of CNR, and report to the Board on a consolidated basis under the GTC name.

previously known as EJ&E West Company ("EJ&E West") and the trackage rights that are being amended were the subject of an exemption obtained by EJ&E West in EJ&E West Company -- Trackage Rights Exemption -- Illinois Central Railroad Company, Finance Docket No. 35087 (Sub-No. 7). Following the acquisition of control of EJ&E West by CNR and GTC, EJ&E West changed its name to EJ&E. Pursuant to a written Amendment Agreement entered into between EJ&E and IC, EJ&E will acquire the right to use its existing trackage rights to interchange traffic with IC at IC's Markham Yard, between Milepost 20.5 and Milepost 23.5, at IC's Glenn Yard, between Milepost 9.5 and Milepost 11.3, and at or near Milepost 35.6 (Statesville).

The full name and address of the applicant carrier herein is as follows:

Elgin, Joliet and Eastern Railway Company
17641 South Ashland Avenue
Homewood, Illinois 60430
(708) 332-4381

Any questions concerning this Notice should be sent to EJ&E's representative at the following address:

Jeremy M. Berman
Fletcher & Sippel LLC
29 N. Wacker Dr., Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

Proposed Time Schedule for Consummation: 49 C.F.R. § 1180.6(a)(1)(ii)

EJ&E intends to consummate the proposed trackage rights transaction on May 6, 2010.

Purpose Sought to Be Accomplished: 49 C.F.R. § 1180.6(a)(1)(iii)

The proposed amended trackage rights will allow EJ&E and its affiliate IC to improve the efficiency of their operations in the Chicago terminal area.

States in Which Applicant's Property is Located: 49 C.F.R. § 1180.6(a)(5)

EJ&E owns or operates over rail property in the states of Illinois and Indiana.

Map - Exhibit 1: 49 C.F.R. § 1180.6(a)(6)

A map of the rail lines over which EJ&E proposes to acquire amended trackage rights is attached hereto as Exhibit 1.

Agreement - Exhibit 2: 49 C.F.R. § 1180.6(a)(7)(ii)

A copy of the final, executed Amendment Agreement entered into by EJ&E and IC is attached hereto as Exhibit 2.

Labor Protective Conditions: 49 C.F.R. § 1180.4(g)(1)(i)

As a condition to this exemption, EJ&E agrees to imposition of the employee protective conditions established in Norfolk and Western Ry. Co. -- Trackage Rights -- BN, 354 I.C.C. 605 (1978), as modified in Mendocino Coast Ry. Inc. -- Lease and Operate, 360 I.C.C. 653 (1980).

Caption Summary: 49 C.F.R. § 1180.4(g)(2)(i)

A caption summary of this transaction suitable for publication in the *Federal Register* is attached hereto as Exhibit 3.

Environmental and Historic Preservation Matters: 49 C.F.R. § 1180.4(g)(3)

Under 49 C.F.R. § 1105.6(c)(4), the proposed acquisition of amended trackage rights by EJ&E is exempt from environmental reporting requirements.

Under 49 C.F.R. § 1105.8(b)(3), the proposed acquisition of amended trackage rights by EJ&E also is exempt from historic preservation reporting requirements. The proposed

trackage rights, as amended, will not substantially change the level of maintenance of any railroad property.

Respectfully submitted,

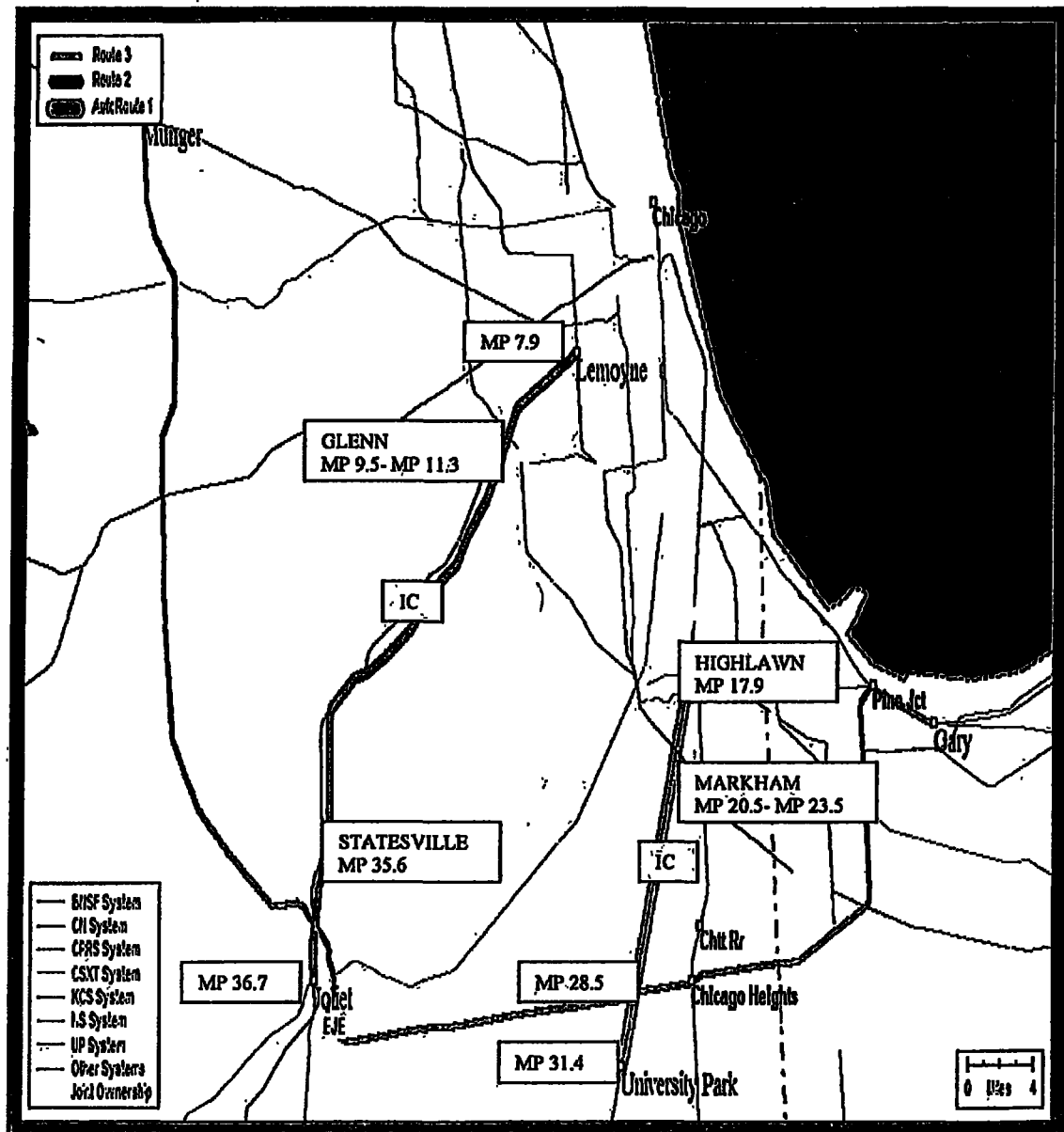
By: 

Thomas J. Healey
Counsel - Regulatory
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17641 South Ashland Avenue
Homewood, Illinois 60430
(708) 332-4381

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Fletcher & Sippel LLC
29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832
(312) 252-1500

**ATTORNEYS FOR ELGIN, JOLIET AND
EASTERN RAILWAY COMPANY**

Dated: April 6, 2010



AMENDMENT AGREEMENT

THIS AMENDMENT AGREEMENT, entered into as of this 22 day of March, 2010 by and between **ILLINIOS CENTRAL RAILROAD COMPANY** (hereinafter referred to as "IC" or "Owner") and **ELGIN, JOLIET AND EASTERN RAILWAY COMPANY** (hereinafter referred to as "EJE" or "User").

WITNESSETH:

WHEREAS, IC and EJ&E West Company (predecessor company of EJE) made and entered into that certain agreement between them dated February 1, 2009 ("Trackage Rights Agreement"), which provides among other things for EJE's use of IC trackage between Stuenkel Rd in University Park, IL and Highlawn in Riverdale, IL and between IC's connection with Union Pacific Railroad Company in Joliet, IL and Lemoyne in Chicago, IL; and

WHEREAS, IC and EJE desire to amend the Trackage Rights Agreement to eliminate certain limitations and restrictions currently as it relates to the use of the Subject Trackage.

NOW, THEREFORE, The parties hereto, intending to be legally bound, agree as follows:

- 1) Section 1.1 the following shall be added at the end of the first bullet point:

Such rights shall include the right to interchange cars with IC between Milepost 20.5 and Milepost 23.5 (Markham Yard) on IC's Chicago Subdivision.

- 2) Section 1.1 the following shall be added at the end of the second bullet point:

Such rights shall include the right to interchange cars with IC at or near Milepost 35.6 (Statesville) and the right to interchange cars with IC between Milepost 9.5 and 11.3 (Glenn Yard) on IC's Joliet Subdivision.

- 3) Section 2.2 shall be replaced in its entirety with the following:

Except as may otherwise be provided by this Agreement User shall not use any part of the Subject Trackage for the purpose of storage or servicing of cars or equipment, except that nothing contained herein shall, upon prior approval of owner, preclude the emergency use by user of such auxiliary tracks as may be designated by owner for such purpose.

- 2) Section 3.0 of the Trackage Rights Agreement shall be removed in its entirety and replaced with the following:

RESERVED

- 3) Exhibit A of the Trackage Rights Agreement shall be replaced in its entirety with a new Exhibit "A" attached hereto and made a part hereof.

- 4) No term or provision of this Amendment Agreement shall be construed as prohibiting the parties from operating under existing trackage rights agreements, in the event the parties are

unable to obtain regulatory exemption or approval, as applicable, or implementing agreements that are acceptable to the parties.

- 5) Except as specifically herein modified, all other terms and conditions of the Trackage Rights Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto execute this Amendment Agreement, in duplicate, as of the day and year first above written.

ILLINOIS CENTRAL RAILROAD COMPANY

By: Paul E. Ladue

Paul E. Ladue
Its: Region Director Contracts & Administration

Date: March 22, 2010

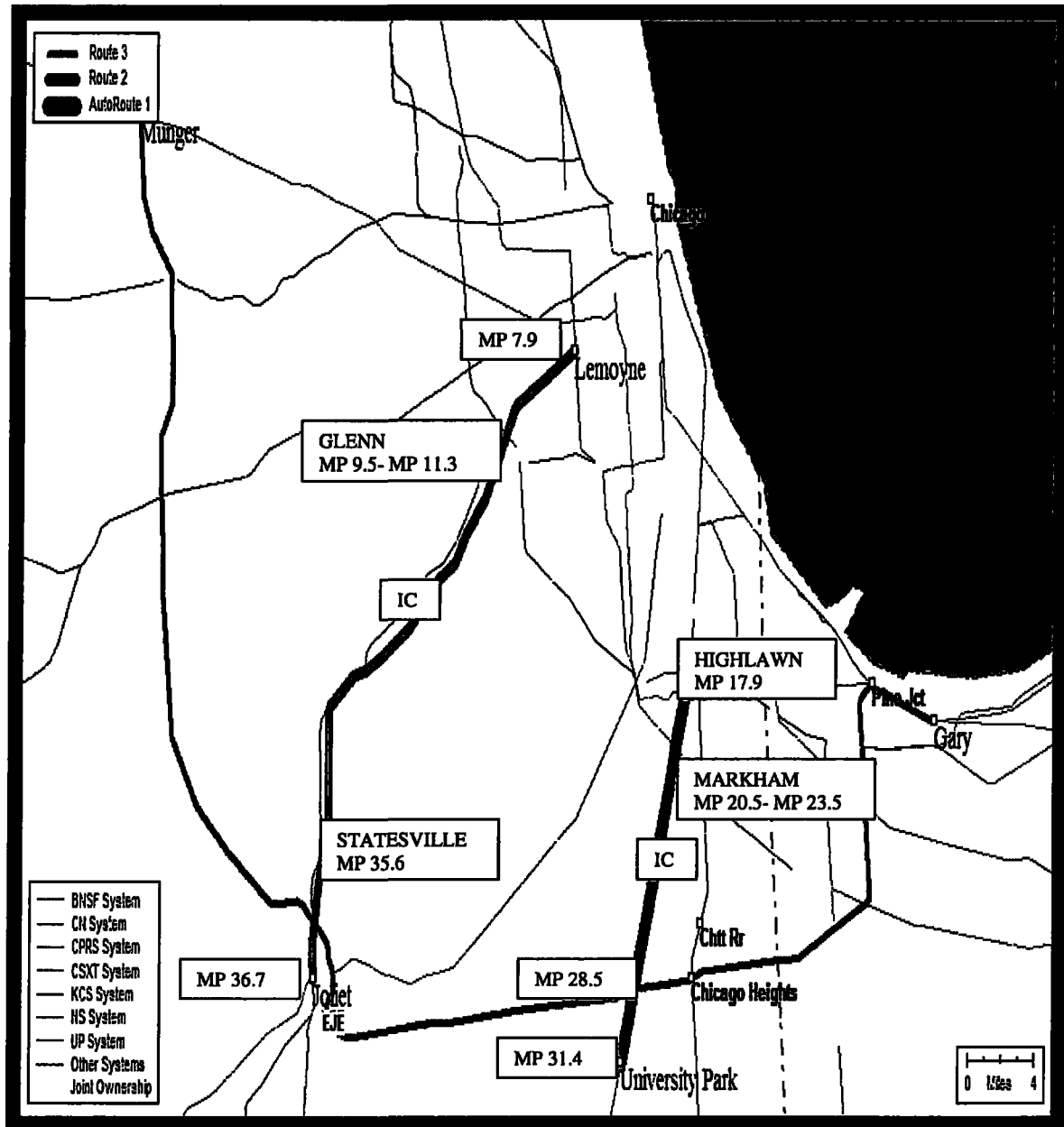
ELGIN, JOLIET EASTERN RAILWAY COMPANY

By: John E. Merrill

John E. Merrill
Manager Contracts

Date: March 22, 2010

EXHIBIT A



NOTICE OF EXEMPTION

FINANCE DOCKET NO. 35361**ELGIN, JOLIET AND EASTERN RAILWAY COMPANY
-- TRACKAGE RIGHTS EXEMPTION --
ILLINOIS CENTRAL RAILROAD COMPANY**

Illinois Central Railroad Company ("IC") and Elgin, Joliet and Eastern Railway Company ("EJ&E") have agreed to amend certain existing overhead trackage rights granted by IC to EJ&E. The original trackage rights, reflected in an agreement dated February 1, 2009, were granted in connection with the acquisition of control of EJ&E West Company, now EJ&E, by Canadian National Railway Company and Grand Trunk Corporation in Canadian National Railway Company and Grand Trunk Corporation -- Control -- EJ&E West Company., Finance Docket No. 35087 (Sub-No. 7). The original agreement granted EJ&E overhead trackage rights over IC's lines of railroad between Milepost 17.9 at Highlawn, Illinois and Milepost 31.4 at University Park, Illinois, a distance of approximately 13.5 miles and between Milepost 36.7 in Joliet, Illinois and Milepost 7.9 in Lemoyne, Illinois, a distance of approximately 28.8 miles, for a total distance of approximately 42.3 miles. The amendment would allow EJ&E to interchange traffic with IC at IC's Markham Yard, an intermediate point between Highlawn and University Park between Milepost 20.5 and Milepost 23.5, and at IC's Glenn Yard, between Milepost 9.5 and Milepost 11.3, and at or near Milepost 35.6 (Statesville), intermediate points between Joliet and Lemoyne. The amended trackage rights will be effective on May 6, 2010.

This Notice is filed under 49 C.F.R. § 1180.2(d)(7). Petitions to revoke the exemption under 49 U.S.C. § 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.


Dated: April 6, 2010

By the Board
Rachel D. Campbell, Director, Office of Proceeding

VERIFICATION

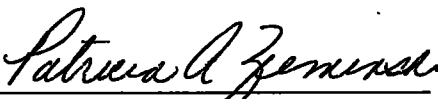
State of Illinois)
)
County of Cook) SS:

Paul E. Ladue, being duly sworn, deposes and says that he is Regional Director Contracts and Administration for Elgin, Joliet and Eastern Railway Company, that he has read the foregoing Notice of Exemption and knows the facts asserted therein, and that the same are true as stated.



Paul E. Ladue

SUBSCRIBED AND SWORN TO
before me this 26th day
of March, 2010.



Notary Public

My Commission expires:

